

AMENDED DECLARATION AND NOTICE OF POOLED UNIT

COLUMBIA GAS TRANSMISSION UNIT

This Amended Declaration and Notice of Pooled Unit dated September 13, 2010, is executed to be effective as of February 1, 2010, by the undersigned parties, who collectively own the leasehold estates created under those certain oil and gas leases and any renewals, extensions, ratifications and amendments thereof which are more particularly described on Exhibit "A" attached hereto and incorporated herein by reference for all purposes (the "Leases"), or who collectively own an interest in the oil and gas estate in the lands described in the Leases, and who join in the execution hereof to evidence their consent to the pooling, unitization and combination of the Leases and oil and gas estates herein described. This Amended Declaration shall amend and replace that certain Declaration and Notice of Pooled Unit – Columbia Gas Transmission Unit recorded July 15, 2010 in the Recorder's Office of Marshall County, West Virginia, Book 704, Page 405. Specifically, this Amended Declaration is intended to revise the unit boundaries or to correct scrivener's errors and to substitute one or both exhibits thereto.

RECITALS

WHEREAS, each of the Leases authorizes the lessee thereunder to pool, unitize or combine all or a portion of the lands covered thereby with other land and leases, to form a pooled unit for the exploration, development and production of oil, gas and associated and constituent hydrocarbons from the lands covered by the Leases; and

WHEREAS, the pooling, unitization and combination of the Leases and oil and gas estates to the extent necessary to form the hereinafter described pooled unit are necessary and advisable in the judgment of the undersigned to efficiently and effectively develop the oil and gas rights within such unit.

WHEREAS, Chesapeake Appalachia, L.L.C. is the Operator of the gas well(s) in the pooled unit and executes this document on behalf of itself and as agent for all interest owners in the leases to the extent that they do not separately join in the execution hereof.

NOW, THEREFORE, in order to establish and provide proper notice for the creation of the hereinafter described unit, the undersigned hereby declare as follows:

1. **Declaration of Unit:** In accordance with the provisions of the Leases, the undersigned do hereby declare, pool, unitize and combine the Leases, including all renewals, extensions, ratifications and amendments thereof, and the lands covered thereby and the oil and gas estates therein, to the extent necessary to form and create a pooled unit as described below. Production from the unit shall be allocated among all of the Leases and tracts within the unit in the proportion that the number of surface acres of each lease and tract included within the unit bears to the total number of surface acres in the unit, as described in Exhibit "A".

2. **Unit Name.** The pooled unit created hereby shall be known as the "**Columbia Gas Transmission Unit**" ("the Unit").

3. Description of Unit: The Unit shall consist of **484.491361 acres**, more or less, being all or a portion of the Leases listed on Exhibit "A" INsofar AND ONLY INsofar as the Leases fall within the boundary more particularly described and depicted on Exhibit "B", which is attached hereto and incorporated herein by reference for all purposes. This Amended Declaration and Notice of Pooled Unit covers all production from the lands described on Exhibit "A" and Exhibit "B" which is produced from any well drilled within the Unit. To the extent of any inconsistency between the information contained on Exhibit "A" and that depicted on Exhibit "B", Exhibit "A" shall supersede and control.

4. Effect of Pooled Unit. The effect of this Amended Declaration and Notice of Pooled Unit shall be that operations and/or production (or the equivalent as in the case of shut-in payments) anywhere within the Unit shall be deemed to be operations and/or production on each separate tract sufficient to extend and maintain each included lease in the Unit.

5. Right to Amend. The undersigned hereby expressly reserve the right, from time to time, to amend this Amended Declaration and Notice of Pooled Unit, and the respective terms and provisions hereof, and to change the size and area of, and interests covered by the Unit, including without limitation, the power (i) to change, reduce, enlarge or extend the size or configuration of the Unit; (ii) to include in the Unit additional lands and oil and gas leases, or interests in the lands described therein, covering interests in the Unit, which are secured or obtained subsequent to the date hereof, or prior to the date hereof and not included and described herein; (iii) to include in the Unit full or undivided interests in the Unit which are not otherwise included herein by the respective owner of such full or undivided interests; and (iv) to change the allocation of oil and gas production attributable to the various lands, leases and owners thereof to conform with (i) – (iii) above.

6. Dissolution of Unit: The Unit formed hereby may be dissolved by Chesapeake Appalachia, L.L.C., acting as the Operator of the Unit, with the consent of the undersigned, at any time by filing an appropriate instrument of record in Marshall County, West Virginia, after any failure to establish unit production or after cessation of operations upon the Unit.

7. Binding upon Assigns and Successors: This instrument shall bind, inure to the benefit of, and be exercised by heirs, assigns, and successors in interest of all parties.

8. Counterparts. This document may be executed in one or more counterparts, each of which will be deemed to be an original for all purposes and all of which, when taken together, will be deemed to constitute one and the same document as if all signatures were included therein. The failure of one or more of the signatory parties listed below to execute this instrument or a counterpart thereof shall not in any manner affect the validity of same as to the parties who do execute this instrument.

9. Effective Date: This Unit shall remain in force from the effective date listed hereinabove and for as long as oil and gas are being produced from the Unit, or so long as the Leases are maintained in force and effect by payment or tender of shut-in royalties, or by other means, in accordance with the terms and provisions of the Leases.

EXECUTED by the undersigned parties on the respective dates of acknowledgment hereof, to be effective for all purposes from the effective date listed hereinabove.

Jan Pest
MARSHALL County 10:45:57 AM
Instrument No 1293188
Date Recorded 10/14/2010
Document Type O&G
Pages Recorded 7
Book-Page 710-189
Recording Fee \$12.00
Additional \$6.00

Chesapeake Appalachia, L.L.C.
an Oklahoma limited liability company

By: [Signature]
Henry J. Hood, Senior Vice President –
Land and Legal & General Counsel

Statoil USA Onshore Properties Inc.

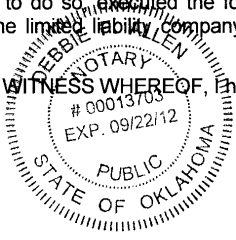
By: [Signature]
M.K. Williams, Land Manager – Onshore Gas
By: Paul A. Taranto [Signature]

CORPORATE ACKNOWLEDGMENT

STATE OF Oklahoma)
COUNTY OF Oklahoma) SS:

On this, the 20th day of Sept., 2010, before me Debbie F. Allen, the undersigned officer, personally appeared Henry J. Hood, who acknowledged himself to be the Senior Vice President – Land and Legal & General Counsel of Chesapeake Appalachia, L.L.C., an Oklahoma limited liability company, and that he as such Senior Vice President – Land and Legal & General Counsel, being authorized to do so, executed the foregoing instrument for the purpose therein contained by signing the name of the limited liability company by himself as Senior Vice President – Land and Legal & General Counsel.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.



My Commission Expires: [Signature]

Signature/Notary Public: [Signature]

Name/Notary Public (print): _____

CORPORATE ACKNOWLEDGMENT

STATE OF TEXAS §
COUNTY OF HARRIS §

On this 8th day of October, 2010, before me Lisa Buffaloe, the undersigned officer, personally appeared Paul A. Taranto who acknowledged himself to be the "Attorney in Fact" for and on behalf of Statoil USA Onshore Properties Inc., a corporation, and that he as such Attorney in Fact for and on behalf of Statoil USA Onshore Properties, Inc., being authorized to do so, executed the foregoing instrument for the purpose therein contained by signing for and on behalf of the corporation by himself as Attorney in Fact for and on behalf of Statoil USA Onshore Properties, Inc.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.



My Commission Expires: 12/19/2010

Signature/Notary Public: [Signature]

Name/Notary Public (printed): Lisa Buffaloe

This document prepared by:
Chesapeake Appalachia, L.L.C.
6100 N. Western Avenue
P.O. Box 18496
Oklahoma City, OK 73118

EXHIBIT "A"

Attached to and made a part of that Amended Declaration and Notice of Pooled Unit dated September 13, 2010, but effective February 1, 2010, by and between Chesapeake Appalachia, L.L.C. and Statoil USA, Onshore Properties Inc.

COLUMBIA GAS TRANSMISSION UNIT Marshall County, West Virginia

CHESAPEAKE LEASE NUMBER	LESSOR	LESSEE	LEASE DATE	RECORDING INFORMATION	DISTRICT	COUNTY	TAX MAP PARCEL ID NUMBERS	TITLED ACRES	NET ACRES IN UNIT
1-226329-000	William H. Deal	Columbia Natural Resources	4/4/2005	Book 645, Page 347	Liberty	Marshall	7-17-20, 21, 22, 33, 34, 34.1, & 34.2	225.590000	203.775162
1-236873-000	Wilma M. Gatten	Chesapeake Appalachia, L.L.C.	2/9/2007	Book 658, Page 217	Liberty	Marshall	7-19-10	55.150000	42.769743
1-254727-000	J.P. Reid, guardian of Elsie Alvarona Miller, Albert Miller and Anna M. Miller, George Miller and Otis Miller, Edward Rowlands and Myrtle Rowlands, Albert Beebe and Della Beebe	The Manufacturers Light and Heat Company	10/18/1919	Book 160, Page 360	Liberty	Marshall	7-19-12	75.050000	10.802811
1-236923-001	Stephen W. Burge and Judith A. Burge	Chesapeake Appalachia, L.L.C.	2/16/2007	Book 659, Page 203	Liberty	Marshall	7-19-2, 3, 5, 6, 7, 8, 8.1, 8.2, 8.3, 8.6, 8.7, 8.8, 8.9, 9, 10.1, 11, 39, 40, & 41	97.714000	20.398867
1-236923-002	John C. Richards and Sonia M. Richards	Chesapeake Appalachia, L.L.C.	4/16/2007	Book 659, Page 591	Liberty	Marshall	7-19-2, 3, 5, 6, 7, 8, 8.1, 8.2, 8.3, 8.6, 8.7, 8.8, 8.9, 9, 10.1, 11, 39, 40, & 41	97.714000	61.196600
1-240107-001	Janel L. Pochan	Chesapeake Appalachia, L.L.C.	5/2/2007	Book 660, Page 409	Liberty	Marshall	7-16-7, 7.1 & 7.2	71.000000	5.855194
1-240107-002	Patricia Phillips and Edward S. Phillips	Chesapeake Appalachia, L.L.C.	5/23/2007	Book 660, Page 500	Liberty	Marshall	7-16-7, 7.1 & 7.2	71.000000	0.975866
1-240107-003	Mary Irene Crumley Dodd	Chesapeake Appalachia, L.L.C.	5/24/2007	Book 660, Page 503	Liberty	Marshall	7-16-7, 7.1 & 7.2	71.000000	0.975866
1-240107-004	Arthur Laveme Gray	Chesapeake Appalachia, L.L.C.	5/31/2007	Book 661, Page 103	Liberty	Marshall	7-16-7, 7.1 & 7.2	71.000000	0.487933
1-240107-005	C. Dawne Gray and Virginia W. Gray	Chesapeake Appalachia, L.L.C.	6/11/2007	Book 661, Page 556	Liberty	Marshall	7-16-7, 7.1 & 7.2	71.000000	0.975866
1-240107-006	Carl E. Schoner Jr.	Chesapeake Appalachia, L.L.C.	3/15/2007	Book 661, Page 562	Liberty	Marshall	7-16-7, 7.1 & 7.2	71.000000	0.975866
1-240107-007	Clark Richard Gray and Lillian Gray	Chesapeake Appalachia, L.L.C.	6/8/2007	Book 661, Page 553	Liberty	Marshall	7-16-7, 7.1 & 7.2	71.000000	0.975866
1-240107-008	Kathryn Juanita Gray	Chesapeake Appalachia, L.L.C.	6/8/2007	Book 661, Page 559	Liberty	Marshall	7-16-7, 7.1 & 7.2	71.000000	0.975866
1-240107-009	Margaret A. Goetz	Chesapeake Appalachia, L.L.C.	6/25/2007	Book 662, Page 7	Liberty	Marshall	7-16-7, 7.1 & 7.2	71.000000	0.487933
1-240107-010	Merle M. Hinkle and William F. Hinkle	Chesapeake Appalachia, L.L.C.	6/26/2007	Book 662, Page 627	Liberty	Marshall	7-16-7, 7.1 & 7.2	71.000000	8.762792
1-240107-011	Marlyn J. Mincks and Eugene F. Mincks	Chesapeake Appalachia, L.L.C.	6/14/2007	Book 663, Page 298	Liberty	Marshall	7-16-7, 7.1 & 7.2	71.000000	4.391396
1-240107-012	Davy Lou Ashton	Chesapeake Appalachia, L.L.C.	6/21/2007	Book 663, Page 286	Liberty	Marshall	7-16-7, 7.1 & 7.2	71.000000	2.195698
1-240107-013	Joseph Ashton	Chesapeake Appalachia, L.L.C.	6/20/2007	Book 663, Page 285	Liberty	Marshall	7-16-7, 7.1 & 7.2	71.000000	2.195698
1-240107-014	Hayhurst Company	Chesapeake Appalachia, L.L.C.	2/27/2008	Book 667, Page 246	Liberty	Marshall	7-16-7, 7.1 & 7.2	71.000000	1.951731
1-240107-015	Paul Douglas Gray and Sally S. Gray	Chesapeake Appalachia, L.L.C.	2/3/2009	Book 679, Page 16	Liberty	Marshall	7-16-7, 7.1 & 7.2	71.000000	1.463799
1-240107-016	John Lewis Gray and Judy Gray	Chesapeake Appalachia, L.L.C.	2/4/2009	Book 679, Page 13	Liberty	Marshall	7-16-7, 7.1 & 7.2	71.000000	1.463799
1-240611-001	John Malcolm Hinds and Mary L. Hinds	Chesapeake Appalachia, L.L.C.	5/30/2007	Book 660, Page 421	Liberty	Marshall	7-19-1	138.750000	1.979053
1-240611-002	William K. Walton	Chesapeake Appalachia, L.L.C.	5/16/2007	Book 660, Page 418	Liberty	Marshall	7-19-1	138.750000	47.497276

EXHIBIT "A"

Attached to and made a part of that Amended Declaration and Notice of Pooled Unit dated September 13, 2010, but effective February 1, 2010, by and between Chesapeake Appalachia, L.L.C. and Statoil USA Onshore Properties Inc.

COLUMBIA GAS TRANSMISSION UNIT
Marshall County, West Virginia

CHESAPEAKE LEASE NUMBER	LESSOR	LESSEE	LEASE DATE	RECORDING INFORMATION	DISTRICT	COUNTY	TAX MAP PARCEL ID NUMBERS	TITLED ACRES	NET ACRES IN UNIT
1-240611-003	Charles W. Dobbs and Judith M. Dobbs	Chesapeake Appalachia, L.L.C.	5/9/2007	Book 660, Page 556	Liberty	Marshall	7-19-1	138.750000	1.979053
1-240611-004	Tammy M. Hoistein And Bradley A. Hoistein	Chesapeake Appalachia, L.L.C.	6/18/2007	Book 662, Page 1	Liberty	Marshall	7-19-1	138.750000	0.989527
1-240611-005	Kathleen D. Baker	Chesapeake Appalachia, L.L.C.	6/25/2007	Book 661, Page 648	Liberty	Marshall	7-19-1	138.750000	0.659684
1-240611-006	Robert W. Lewis And Patricia M. Lewis	Chesapeake Appalachia, L.L.C.	6/21/2007	Book 662, Page 4	Liberty	Marshall	7-19-1	138.750000	0.659684
1-240611-007	Nancy F. Patterson	Chesapeake Appalachia, L.L.C.	6/21/2007	Book 662, Page 55	Liberty	Marshall	7-19-1	138.750000	0.659684
1-240611-008	Nina M. Taylor	Chesapeake Appalachia, L.L.C.	9/14/2007	Book 664, Page 335	Liberty	Marshall	7-19-1	138.750000	22.165395
1-240611-009	Sueella Beresford Dockendorf	Chesapeake Appalachia, L.L.C.	10/2/2007	Book 664, Page 389	Liberty	Marshall	7-19-1	138.750000	3.430359
1-240611-010	Betty A. McCulley and Michael J. McCulley	Chesapeake Appalachia, L.L.C.	11/23/2007	Book 666, Page 159	Liberty	Marshall	7-19-1	138.750000	0.527748
1-240611-011	Lawrence Todd Taylor	Chesapeake Appalachia, L.L.C.	12/4/2007	Book 666, Page 156	Liberty	Marshall	7-19-1	138.750000	0.527748
1-240611-012	Haynust Company	Chesapeake Appalachia, L.L.C.	2/27/2008	Book 667, Page 397	Liberty	Marshall	7-19-1	138.750000	2.572765
1-240611-013	William Taylor Beresford	Chesapeake Appalachia, L.L.C.	4/7/2008	Book 669, Page 13	Liberty	Marshall	7-19-1	138.750000	3.430359
1-240611-014	Robert N. Hinds Jr.	Chesapeake Appalachia, L.L.C.	4/1/2008	Book 669, Page 16	Liberty	Marshall	7-19-1	138.750000	7.916213
							7-16-6, 17-19-1, 23-24, 25, 26, 26-1, 26-2, 27, 28, 29, & 30		
1-254733-000	W. H. Loper and Bertie Loper	The Wheel Natural Gas Company	8/4/1913	Book 139, Page 493	Liberty	Marshall		104.000000	4.224098
1-274685-000	Jerry Whorton And Cynthia Whorton	Chesapeake Appalachia, L.L.C.	4/22/2009	Book 662, Page 249	Liberty	Marshall	7-17-31 & 32	0.410000	0.260000
1-236954-001	Sydney Clark Merritt, f/k/a Sydney Ann Clark	Chesapeake Appalachia, L.L.C.	2/9/2007	Book 656, Page 490	Liberty	Marshall	7-19-30	130.070000	0.100233
1-236954-002	Charles L. Ackeman	Chesapeake Appalachia, L.L.C.	3/30/2007	Book 663, Page 305	Liberty	Marshall	7-19-30	130.070000	0.200465
1-236954-003	Charlotie Ackeman	Chesapeake Appalachia, L.L.C.	10/18/2007	Book 662, Page 624	Liberty	Marshall	7-19-30	130.070000	0.200465
1-236954-004	Arthur Manning Clark	Chesapeake Appalachia, L.L.C.	10/18/2007	Book 665, Page 297	Liberty	Marshall	7-19-30	130.070000	0.200465
1-236954-005	Mary D. Garrett	Chesapeake Appalachia, L.L.C.	9/15/2009	Book 690, Page 223	Liberty	Marshall	7-19-30	130.070000	0.100233
1-232738-001	Jen Walker	Chesapeake Appalachia, L.L.C.	7/19/2006	Book 655, Page 402	Liberty	Marshall	7-19-32	90.760000	0.635531
1-232738-002	Willard L. Teagarden	Chesapeake Appalachia, L.L.C.	8/1/2006	Book 657, Page 161	Liberty	Marshall	7-19-32	90.760000	0.635531
1-232738-003	Bernard R. Teagarden	Chesapeake Appalachia, L.L.C.	8/1/2006	Book 655, Page 613	Liberty	Marshall	7-19-32	90.760000	1.267063
1-232738-004	Jerry Teagarden	Chesapeake Appalachia, L.L.C.	8/4/2006	Book 655, Page 396	Liberty	Marshall	7-19-32	90.760000	0.635531
1-232738-005	Thomas E. Teagarden	Chesapeake Appalachia, L.L.C.	8/10/2006	Book 655, Page 615	Liberty	Marshall	7-19-32	90.760000	0.105589
1-232738-006	Robin J. Smith	Chesapeake Appalachia, L.L.C.	8/1/2006	Book 655, Page 619	Liberty	Marshall	7-19-32	90.760000	0.105589
1-232738-007	Teryl L. Cullter	Chesapeake Appalachia, L.L.C.	8/10/2006	Book 655, Page 617	Liberty	Marshall	7-19-32	90.760000	0.105589
1-232738-008	Douglas R. Teagarden	Chesapeake Appalachia, L.L.C.	8/4/2006	Book 655, Page 621	Liberty	Marshall	7-19-32	90.760000	0.105589
1-232738-009	O.E. Burge	Chesapeake Appalachia, L.L.C.	10/28/2006	Book 657, Page 158	Liberty	Marshall	7-19-32	90.760000	1.689417
1-232738-010	Glenn Wheaton	Chesapeake Appalachia, L.L.C.	11/6/2006	Book 657, Page 264	Liberty	Marshall	7-19-32	90.760000	2.534125
1-232738-011	Charles N. Teagarden and Susan K. Teagarden	Chesapeake Appalachia, L.L.C.	11/14/2006	Book 657, Page 213	Liberty	Marshall	7-19-32	90.760000	0.105589
1-232738-012	Brian H. Teagarden	Chesapeake Appalachia, L.L.C.	12/12/2006	Book 658, Page 49	Liberty	Marshall	7-19-32	90.760000	1.267063
1-232738-013	William H. Deal Revocable Living Trust	Chesapeake Appalachia, L.L.C.	11/20/2006	Book 658, Page 158	Liberty	Marshall	7-19-32	90.760000	0.844708

EXHIBIT "A"

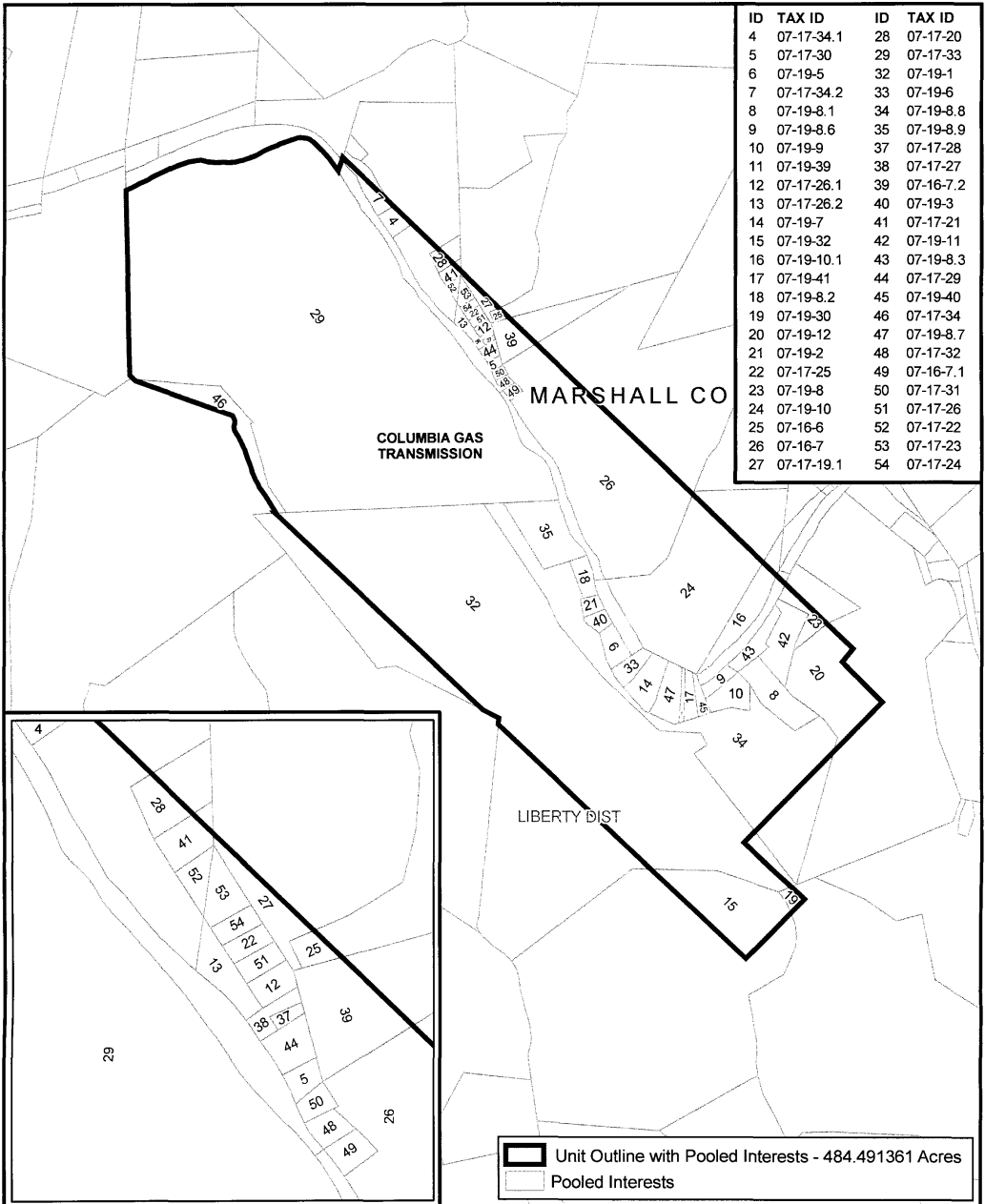
Attached to and made a part of that Amended Declaration and Notice of Pooled Unit dated September 13, 2010, but effective February 1, 2010, by and between Chesapeake Appalachia, L.L.C. and Statoil USA Onshore Properties Inc.

COLUMBIA GAS TRANSMISSION UNIT Marshall County, West Virginia

CHESAPEAKE LEASE NUMBER	LESSOR	LESSEE	LEASE DATE	RECORDING INFORMATION	DISTRICT	COUNTY	TAX MAP PARCEL ID NUMBERS	TITLED ACRES	NET ACRES IN UNIT
1-232738-014	Chad E. Teagarden and Bobbie Jo Teagarden	Chesapeake Appalachia, L.L.C.	11/15/2006	Book 659, Page 212	Liberty	Marshall	7-19-32	90.760000	0.105589
TOTAL UNIT ACRES:									484.491361

Exhibit "B"

Attached to and made a part of that Amended Declaration and Notice of Pooled Unit dated September 13, 2010, but effective as of February 1, 2010 by and between Chesapeake Appalachia, L.L.C. and Statoil USA Onshore Properties Inc.

**Unit Plat**

**Columbia Gas Transmission Common Pad
Marshall Co., WV**

1 inch = 1,104 feet

0 250 500 1,000 1,500
Feet



X:\GIS\Land\Eastern Division\Central District\UNIT\Columbia Gas Transmission\Columbia Gas Transmission DPU.mxd

Date: 6/7/2010
Projection: NAD 1983 UTM Zone 17N

STATE OF WEST VIRGINIA, MARSHALL COUNTY, SCT.:

I, JAN PEST, Clerk of the County Commission of said County, do hereby certify that the annexed writing, bearing date on the 29th day of September, 2010, was presented for and by me, admitted to record in my office upon the above certificate as to the parties therein named this 14th day of October, 2010 at 10:45 o'clock A.M.

TESTE: Jan Pest Clerk.